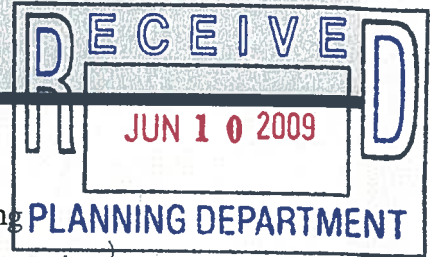


COUNTY OF LOUDOUN

DEPARTMENT OF BUILDING AND DEVELOPMENT

ZONING ADMINISTRATION REFERRAL



DATE: June 10, 2009

TO: Mike Elabarger, Project Manager, Department of Planning

THROUGH: Marilee L. Seigfried, Deputy Zoning Administrator *for mls*

FROM: Amy Lohr, Planner, Zoning Administration *AL*

CASE NUMBER & NAME: ZCPA 2008-0012, University Center Parcel L3A
2nd Referral

TAX MAP/PARCEL NUMBER (PIN): /63/E18PC/100/ (040-48-6057-001),
/63/E18P C/105/ (040-48-6057-002), /63/E18PC/110/ (040-48-6057-003),
/63/E18PC/115/ (040-48-6057-004), /63/E18PC/120/ (040-48-6057-005),
/63/E18PC/125/ (040-48-6057-006), /63/E18PC/140/ (040-48-6057-007),
/63/E18PC/145/ (040-48-6057-008), /63/E18PC /150/ (040-48-6057-009),
/63/E18PC/155/ (040-48-6057-010), /63/E18PC/160/ (040-48-6057-011),
/63/E18PC/165/ (040-48-6057-012), /63/E18PC/200/ (040-48-6057-013),
/63/E18PC/205/ (040-48-6057-014), /63/E18PC/210/ (040-48-6057-015),
/63/E18PC /215/ (040-48-6057-016), /63/E18PC/225/ (040-48-6057-018),
/63/E18PC/235/ (040-48-6057-019), /63/E18PC/240/ (040-48-6057-020),
/63/E18PC/245/ (040-48-6057-021), /63/E18PC/250/ (040-48-6057-022),
/63/E18PC/255/ (040-48-6057-023), /63/E18PC /260/ (040-48-6057-024),
/63/E18PC/265/ (040-48-6057-025), /63/E18PC/275/ (040-48-6057-026),
/63/E18PC/300/ (040-48-6057-027), /63/E18PC/340/ (040-48-6057-028),
/63/E18PC/350/ (040-48-6057-029), /63/E18PC/355/ (040-48-6057-030),
/63/E18PC /360/ (040-48-6057-031), /63/E18PC/365/ (040-48-6057-032), and
/63/E18PC/375/ (040-48-6057-033)

Staff has reviewed the second submission of the referenced **zoning concept plan amendment (ZCPA)** application to include the materials identified on the transmittal sheet dated May 12, 2009 (attached). The properties are zoned Planned Development-Research and Development Park (PD-RDP) under the 1972 Loudoun County Zoning Ordinance. The following issues have been identified.

A. CRITICAL ISSUES

1. **Proffer Statement.** Proposed proffer I.(A) revises the terms of the sharing provision between parcels L3A and L4B, removing the requirement for all property owners to sign any zoning permit resulting in an alternate allocation of square footage. It would seem that no portion of the sharing provision can be changed for Lot L4B since this property is not subject to the proposed ZCPA. Staff recommends

further consultation with the County Attorney's Office to ensure that this proffer does not violate the terms of ZCPA 2005-0017.

B. OTHER ISSUES

1. **Section 1208, Matters to be Considered in Reviewing Proposed Amendments.** The statement of justification has been revised, but addresses considerations from Section 6-1211(E) of the Revised 1993 Zoning Ordinance, rather than Section 1208.2 of the 1972 Zoning Ordinance. Please revise the statement of justification to address the requirements in Section 1208.2 of the 1972 Zoning Ordinance. (Prior comment B.1.)
2. **Sections 1208.2.1., Relation to major roads & 725.8.a.4., Transportation Analysis.** The updated traffic statement (p. 14) states that the proposed increase in medical and dental office uses would generate 71 more AM peak hour trips (32 inbound and 39 outbound), 130 more PM peak hour trips (62 inbound and 68 outbound), and 1,143 more daily (24-hour) trips than the currently approved program. The Office of Transportation Services (OTS) concludes that the worsened level-of-service resulting from approval of this application (particularly on the George Washington Boulevard approach to Route 7) would not be alleviated until the opening of the Route 7/Loudoun County Parkway interchange, which is anticipated in August, 2010. Zoning staff concurs with the OTS recommendation for further discussion of this issue. (Prior comment B.2.)

Statement of Justification Comments:

3. Revise the statement of justification to reference parcel "L3A," rather than "L3" to be consistent with the ZCPA plat. (Prior comment B.10.)
4. On page 1 of the statement of justification, in the last paragraph, staff notes that Lot L4B is also identified by MCPI# 040-49-0861. Revise this sentence to reference both MCPI numbers.

Plat Comments:

5. Under the listing of owners on sheet 1, change Parcel "L3" to "L3A" to be consistent with the rest of sheet 1. On sheets 2 and 3, within the delineated parcel boundary, change the lot reference from "L3" to "L3A." (Prior comment B.10.)
6. On sheet 4, Lot L3A is labeled "Area if this Concept Plan Amendment." Please change the word "if" to "of."
7. On sheets 2 and 3, list all adjoining property owners for Lot L4B. Group of Eight, LLC; Dara Impex, LLC; and Philip R. & Sunitha P. Mammen, R/S have been omitted.

Proffer Comments:

8. In the title of the proffer, staff suggests "L3" be changed to "L3A."

A-002

9. In the title of the proffer, please remove the reference to Lot L4B. Lot L4B is not subject to this ZCPA application.
10. In the second paragraph, in the first line thereof, staff suggests inserting "1972" prior to "Zoning Ordinance."
11. In regard to proffer I., staff suggesting clarifying that this proffer amends ZCPA 2005-0017. Likewise, in regard to proffer II., clarify that this proffer amends ZMAP 1992-0004/ZCPA 1992-0009.
12. In regard to proffer I.(A), in the first line thereof, staff suggests the word "replaced" be changed to "amended."
13. In further regard to proffer I.(A), in the fourth line thereof, the stated revision date is May 7, 2009. However, that date does not appear on sheet 4 of the plat. Ensure that sheet 4 and proffer I.(A) are consistent.
14. In further regard to proffer I.(A), in the sixth line thereof, staff suggests all words following "offices" be deleted.
15. In regard to proffer II.(B), in the third line thereof, staff suggests the phrase "up to" be deleted.
16. In further regard to proffer II.(B), in the sixth line thereof, the "Reservation Area" is not depicted on Exhibit A (i.e. sheet 4 of the ZCPA plat). Please resolve this discrepancy.
17. Per OTS recommendation, please delete proffer II.(C).

A-003

COUNTY OF LOUDOUN

DEPARTMENT OF BUILDING AND DEVELOPMENT

ZONING ADMINISTRATION REFERRAL

DATE: March 31, 2009

TO: Mike Elabarger, Project Manager, Department of Planning

THROUGH: Marilee L. Seigfried, Deputy Zoning Administrator

FROM: Amy Lohr, Planner, Zoning Administration

CASE NUMBER & NAME: ZCPA 2008-0012, University Center Parcel L3

TAX MAP/PARCEL NUMBER (PIN):

/63/E18PC/100/ (040-48-6057-001), /63/E18P C/105/ (040-48-6057-002),
/63/E18PC/110/ (040-48-6057-003), /63/E18PC/115/ (040-48-6057-004),
/63/E18PC/120/ (040-48-6057-005), /63/E18PC/125/ (040-48-6057-006),
/63/E18PC/140/ (040-48-6057-007), /63/E18PC/145/ (040-48-6057-008),
/63/E18PC /150/ (040-48-6057-009), /63/E18PC/155/ (040-48-6057-010),
/63/E18PC/160/ (040-48-6057-011), /63/E18PC/165/ (040-48-6057-012),
/63/E18PC/200/ (040-48-6057-013), /63/E18PC/205/ (040-48-6057-014),
/63/E18PC/210/ (040-48-6057-015), /63/E18PC /215/ (040-48-6057-016),
/63/E18PC/225/ (040-48-6057-018), /63/E18PC/235/ (040-48-6057-019),
/63/E18PC/240/ (040-48-6057-020), /63/E18PC/245/ (040-48-6057-021),
/63/E18PC/250/ (040-48-6057-022), /63/E18PC/255/ (040-48-6057-023),
/63/E18PC /260/ (040-48-6057-024), /63/E18PC/265/ (040-48-6057-025),
/63/E18PC/275/ (040-48-6057-026), /63/E18PC/300/ (040-48-6057-027),
/63/E18PC/340/ (040-48-6057-028), /63/E18PC/350/ (040-48-6057-029),
/63/E18PC/355/ (040-48-6057-030), /63/E18PC /360/ (040-48-6057-031),
/63/E18PC/365/ (040-48-6057-032) and /63/E18PC/375/ (040-48-6057-033)

Staff has reviewed the referenced **zoning concept plan amendment (ZCPA)** application to include the materials identified on the transmittal sheet dated February 2, 2009 (attached). The properties are zoned Planned Development-Research and Development Park (PD-RDP) under the 1972 Loudoun County Zoning Ordinance. The following issues have been identified.

A. CRITICAL ISSUES

No critical issues were identified during this review.

B. OTHER ISSUES

1. **Section 1208, Matters to be Considered in Reviewing Proposed Amendments.** Revise the statement of justification to address the requirements in Section 1208.2 of the 1972 Zoning Ordinance.

A-004

2. **Sections 1208.2.1., Relation to major roads & 725.8.a.4., Transportation Analysis.** The applicant shall provide a study addressing the requirements of Section 725.8.a.4. Staff notes that a trip generation study submitted with ZCPA 2005-0017 concluded that 11.3% of the building area (or 18,476 square feet) in Parcel L could be devoted to medical office uses without increasing the number of trips generated by Parcel L beyond approved levels. Consequently, the proffer currently caps medical and dental uses for parcels L3 and L4B at 18,476 square feet. As the proposed application exceeds the 11.3% threshold established with ZCPA 2005-0017, staff questions how many more trips will be generated. Staff ultimately defers to the Office of Transportation Services on the ability of the road network to accommodate the additional trips generated by the proposed medical and dental uses.
3. **Section 725.8.a.3.(b), Proposed Land Use Plan. (9).** Proposals including uses other than Research and Development shall justify their relation to surrounding uses as well as their relation to the purpose of the Research and Development district. Revise the statement of justification to address these matters.
4. In the introduction of the statement of justification, clarify that "the property" consists of 32 condominium units.
5. Staff requests the opportunity to review draft proffers when they are submitted.

Plat Comments:

6. On sheet 1, list all property owners. Additionally, "University Professional Center" is not a listed property owner in Loudoun County per the Real Estate Tax, Assessment and Parcel Database. Ensure that all owner information is accurate.
7. On sheet 1, list the Tax Map/Parcel and PIN for each condominium unit on the property.
8. On sheet 1, the applicant is "University Professional Center." However, on sheet 2, the applicant is "University I LLC." Please resolve this discrepancy.
9. On sheet 1, remove the approval block. The Chairman of the Board of Supervisors does not sign the plat after approval.
10. The statement of justification refers to the property as Parcel "L3" and the plat makes reference to both "L3" and "L3A." Revise the application to resolve these discrepancies. ("L3A" may be preferable since it is used on the Concept Development Plan Amendment (sheet 4) and in LMIS under PIN 040-48-6057.)
11. Sheets 2 and 3 list only one property owner ("University I LLC"). This is not accurate. Staff suggests removing this information and placing all owner information on sheet 1.
12. Sheets 2 and 3 incorrectly list one tax map number. Staff suggests removing this information and placing all tax map numbers on sheet 1.
13. On sheets 2 and 3, revise the listed PINs. Specifically, there is no PIN 040-48-6057-017. Therefore, the PINs should be listed as "040-48-6057-001 through 016 and 040-48-6057-018 through 033."
14. Please improve the clarity of sheet 4. The text on the plat received by staff is too blurry to read in many areas.
15. Were any changes made to sheet 4, other than to revise the "Area of this Concept Plan Amendment" to remove lot L4B?

A-005

County of Loudoun
Department of Planning
MEMORANDUM

DATE: June 19, 2009

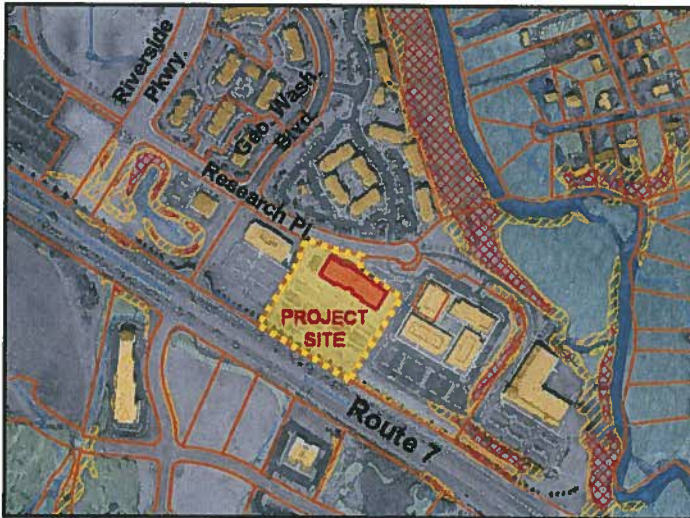
TO: Mike Elabarger, Project Manager
Land Use Review

FROM: Joe Gorney, AICP, Senior Planner
Community Planning

JCG

SUBJECT: ZCPA 2008-0012, University Center Parcel L3, 2nd Referral

BACKGROUND



Vicinity Map

University Professional Center requests an Amendment to the Concept Plan and Proffers approved with ZCPA 2005-0017 (University Center Lots L3-A and L4-B) to increase the permitted amount of medical and dental office uses from 9,779 square feet to 49,000 square feet in an existing building on Parcel L3. The parcel is approximately 5.78 acres and contains a three-story office building of approximately 86,500 square feet.

The adjacent lot to the east, Lot L4B, which is not part of the application, is limited to 8,697 square feet of medical and dental uses. Together, Lots L3 and L4B are currently limited to no more than 18,476 square feet of medical and dental uses. The applicant does not propose any change to the cap on Lot L4B. The proposal would result in a new combined square footage of medical and dental office uses for Lots L3 and L4B of 57,697 square feet. No changes to the existing building or the site are proposed.

The applicant has responded to First Referral comments dated April 3, 2009. This referral supplements the First Referral.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The subject property is governed under the policies of the Revised General Plan. The property is located within the Ashburn Community of the Suburban Policy Area, and is

A-006

designated as a Keynote Employment area (Revised General Plan, Chapter 7, Planned Land Use Map).

Specifically, the Keynote Employment Center policies of Chapter 6 of the Revised General Plan apply.

OUTSTANDING ISSUES

Land Use

In the First Referral staff noted, while recognizing the utility of placing several smaller medical and dental offices within the existing building on Parcel L3, that the Comprehensive Plan anticipates larger uses within Keynote Employment Centers. Placing additional smaller uses within Parcel L3 within a Keynote Employment Center may preclude the opportunity for a larger use to locate to the building.

Staff recommended that the applicant indicate how they intend to comply with Keynote Employment Center policies and provide information regarding the expected number of uses within the building, the expected square footages for the uses, and whom the offices would serve.

The applicant noted that attempts to market the property to traditional office uses in the past few years has met with only limited success while a local shortage of medical office space remains. The applicant stated that the proposed ZCPA could help alleviate the building's current multi-year vacancies and fulfill unmet healthcare needs, especially for those who currently drive to Fairfax County for medical appointments. The property is also proximate to Loudoun Hospital and the Howard Hughes Medical Institute, making it a suitable location for medical and dental uses. Additionally, the applicant notes that raising the cap on the amount of medical and dental uses allowed on Parcel L3 could attract high-quality medical practitioners to the County, help maintain the stability of the regional office uses envisioned for the area, increase the County tax base, employ County residents, and enhance County real estate values (*Statement of Justification, April 30, 2009, pp. 2 & 4*).

Staff recognizes that raising the cap on medical and dental uses may help support other large medically-related uses in the Route 7 corridor and help fulfill the local demand for medical uses. Staff also notes that raising the cap on medical and dental uses does not preclude a larger single user, whether medically-related or traditional office, from occupying the vacant building space.

RECOMMENDATIONS

Plan policies envision large-scale single-use regional office development in Keynote Employment areas. However, given the discussion above, staff finds the proposal to increase the permitted amount of medical and dental office uses may be reasonable.

cc: Julie Pastor, AICP, Planning Director
Cindy Keegan, AICP, Program Manager, Community Planning (via email)

A-007

County of Loudoun
Department of Planning
MEMORANDUM

DATE: April 3, 2009

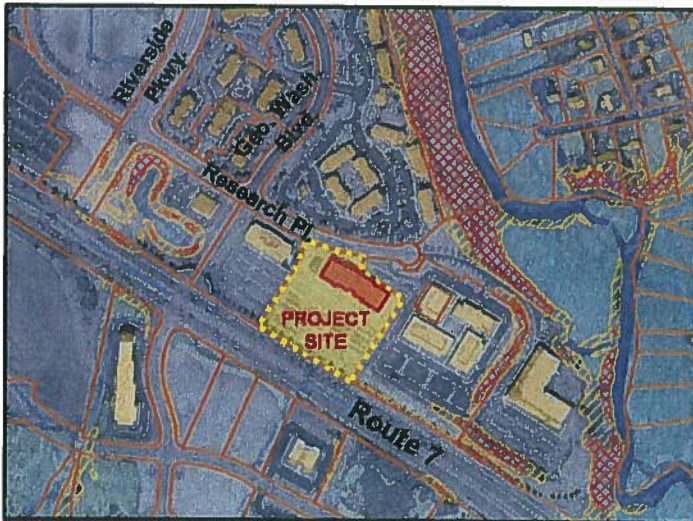
TO: Mike Elabarger, Project Manager
Land Use Review

FROM: Joe Gorney, AICP, Senior Planner JCG
Community Planning

SUBJECT: ZCPA 2008-0012, University Center Parcel L3

BACKGROUND

University Professional Center requests an Amendment to the Concept Plan and Proffers approved with ZCPA 2005-0017 (University Center Lots L3-A and L4-B) to increase the permitted amount of medical and dental office uses from 9,779 square feet to 49,000 square feet in an existing building on Parcel L3. The parcel is approximately 5.78 acres and contains a three-story office building of approximately 86,500 square feet.



Vicinity Map

The parcel is zoned PD-RDP (Planned Development – Research and Development Park) subject to the 1972 Zoning Ordinance and is within the Route 28 Highway Improvement Transportation District. A portion of the parcel lies within the Airport Impact Overlay District (60 Ldn – 1-mile buffer). The parcel is north of Route 7, east of George Washington Boulevard, and south of Research Place within the University Center development.

A-008



Existing Conditions
(View to North, March 30, 2009)

The lot is surrounded by multi-family dwellings across Research Place to the north zoned R-16 (Townhouse/Multi-Family) and office uses to the east and west zoned PD-RDP. The site has been previously developed with no remaining natural or environmental features.



Adjacent Parcel to West
(View to North, March 30, 2009)



Adjacent Parcel to East
(View to East, March 30, 2009)

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The subject property is governed under the policies of the Revised General Plan. The property is located within the Ashburn Community of the Suburban Policy Area, and is designated as a Keynote Employment area (Revised General Plan, Chapter 7, Planned Land Use Map).

Specifically, the Keynote Employment Center policies of Chapter 6 of the Revised General Plan apply.

ANALYSIS **LAND USE**

Keynote Employment Centers are 100 percent premier office or research-and-development centers supported by ancillary retail and personal services for employees (Revised General Plan, Chapter 6, Keynote Employment Centers, text). More specifically, Keynote Employment uses are defined in the Plan as large-scale regional office developments that feature high visual quality and high trip-generating uses, including office parks, research and development parks, corporate headquarters, and similar uses of a large scale (e.g., 40,000 gross square feet or greater). Keynote Employment areas will be single-use with the ancillary services necessary to support

A-009

the predominant office use (*Revised General Plan, Chapter 6, Keynote Employment Center Policies, Keynote Employment Center Policy 1*).

The preferred location for Keynote Employment Centers is along Route 7, the Dulles Greenway, and a portion of Route 28. The County should vigorously attempt to locate regional and nationally-oriented office centers on Route 7 and Route 28 and in the Dulles Greenway corridor (*Revised General Plan, Chapter 6, Keynote Employment Centers, text*).

According to the Proffer Statement approved with ZCPA 2005-0017, the parcel is limited to 9,779 square feet of medical and dental uses. The adjacent lot to the east, Lot L4B, which is not part of the application, is limited to 8,697 square feet of medical and dental uses. Together, Lots L3 and L4B are currently limited to no more than 18,476 square feet of medical and dental uses.

The applicant proposes raising the cap on medical and dental uses on Parcel L3 from 9,779 to 49,000 square feet. The applicant does not propose any change to the cap on Lot L4B. The proposal would result in a new combined square footage of medical and dental office uses for Lots L3 and L4B of 57,697 square feet. No changes to the existing building or the site are proposed.

In the Statement of Justification the applicant states that the proposal would help "meet [regional] demand for additional medical and dental office space in a location that has attracted more interest from healthcare providers than potential general office tenants" (*Statement of Justification, December 4, 2008, pp. 1 & 2*). The Statement of Justification does not indicate whether the building would be occupied by large-scale uses as anticipated by County policies or several smaller uses.

While recognizing the utility of placing several smaller medical and dental offices within the existing building on Parcel L3, staff notes that the Plan anticipates larger uses within Keynote Employment Centers. Placing several smaller uses within a Keynote Employment Center may preclude the opportunity for a larger use to locate to the building.

Staff recommends that the applicant indicate how they intend to comply with Keynote Employment Center policies and provide information regarding the expected number of uses within the building, the expected square footages for the uses, and whom the offices would serve.

RECOMMENDATIONS

Staff recommends that the applicant address the issue raised above so that the application can be fully evaluated for conformance with the Comprehensive Plan.

Staff is available to meet with the applicant to discuss this issue.

cc: Julie Pastor, AICP, Planning Director
Cindy Keegan, AICP, Program Manager, Community Planning (via email)

A-010

County of Loudoun
Office of Transportation Services

MEMORANDUM

DATE: May 29, 2009

TO: Mike Elabarger, Project Manager, Planning Dept.

THROUGH: Andy Beacher, Assistant Director, OTS

FROM: George Phillips, Senior Transportation Planner

SUBJECT: ZCPA 2008-0012, University Center Parcel L3, Second Referral

LOCATION: Northeast side of the Route 7/Riverside Parkway intersection within University Center

Background

In response to initial comments from OTS dated March 11, 2009, the applicant has provided a response letter dated May 8, 2009, a revised concept plan dated May 7, 2009 and a revised traffic study dated April 28, 2009 by Wells & Assoc., LLC. Discussed below are the original OTS comments, the applicant's response and whether the applicant has adequately addressed the issue raised.

Transportation Comments

1. The Route 7/George Washington Boulevard intersection is currently operating at Level-of-service E overall and includes failing northbound and southbound approaches. The level-of-service worsens with the proposed development, increasing delay for all movements. The applicant's traffic study notes that this will change with the construction of the Route 7/Loudoun County Interchange as the George Washington Boulevard access will be limited to right-in/right-out movements. However, this is not the case. George Washington Boulevard is to be terminated at Route 7. This needs to be documented with additional analysis which assumes a right- in/right- out access for George Washington Boulevard at Route 7 with the interchange in place. In addition, the applicant's traffic study should include an analysis of the impacts of the interchange construction on the failing westbound shared left/through movement from Research Place to quantify how this movement will reach an acceptable level-of-service. **The applicant has provided a revised traffic study which contains additional forecasts and analyses for 2011 which reflect the Route 7/Loudoun County Parkway interchange completed and access from George Washington Boulevard to Route 7 being terminated.** The

A-011


analysis shows that, with the removal of access for George Washington Boulevard to Route 7, the failing level-of-service issue at Route 7/George Washington Boulevard is removed. Also as a result of this closure, the failing westbound left-turn movement from Research Place onto southbound George Washington Boulevard is also removed. The additional analysis provided by the applicant adequately addresses this issue.

2. The proposed use will increase site traffic and exacerbate congestion and failing levels-of-service at the Route 7/George Washington Parkway intersection. In order to avoid worsening the already poor level-of-service at this intersection, it is recommended that the applicant agree that the interchange is in place prior to development occupancy. **The applicant has declined this recommendation noting that there is an immediate demand for this offices space to be used by medical professionals and that the general office component of the building currently has few tenants. The applicant also acknowledges that the conversion of the office space to medical office space as proposed will increase congestion at the Route 7/George Washington Boulevard intersection in the near term. The applicant's traffic analysis indicates a 5.5 second increase in average delay at the Route 7/George Washington Boulevard signalized intersection when compared to by-right office uses being in place. The southbound approach from George Washington Boulevard onto Route 7 experiences the largest delay with an average of 53 more seconds in the a.m. peak hour and over 69 seconds in the p.m. peak hour. The impacts to through traffic flow on Route 7 are minimal with an average increase of less than one second delay during the a.m. and p.m. peak hours. The applicant has offered to proffer the reservation and eventual dedication of right-of-way along the property's Route 7 frontage for the possible future widening to 8 lanes as well as land for a future bus shelter if needed. Staff notes that the construction of the interchange is underway and it is anticipated to be completed in August, 2010. OTS transit staff has noted that a bus shelter would not be placed on this portion of Route 7 so the proposed proffer language specifying land for a future bus shelter is not needed. However, land reservation on Route 7 for future widening to 8 lanes will be helpful assuming the draft CTP currently under review is adopted by the Board, and OTS appreciates the applicant's willingness to facilitate this. The Planning Commission and Board of Supervisors will have to consider whether the County is willing to endure a worsened LOS, (particularly on the George Washington Boulevard approach to Route 7) from the time of application approval to the anticipated opening of the Route 7/Loudoun County Parkway interchange in August, 2010. This will need further discussion at future Planning Commission and Board meetings.**

Recommendation

The Office of Transportation Services has no recommendation at this time. Further discussion is needed with the Planning Commission and Board at the appropriate meetings. Transportation staff is also available to further discuss these issues with the applicant.

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: March 11, 2009
TO: Mike Elabarger, Project Manager, Planning Dept.
THROUGH: Andy Beacher, Assistant Director, OTS
FROM: George Phillips, Senior Transportation Planner 
SUBJECT: ZCPA 2008-0012, University Center Parcel L3

LOCATION: Northeast side of the Route 7/Riverside Parkway intersection within University Center (See Attachment 1)

Background

The applicant is seeking a Zoning Concept Plan and Proffer amendment of ZCPA 2005-0017 to increase the permitted amount of medical office use from 18,476 square feet to 49,000 square feet. The applicant has submitted a traffic study dated December 19, 2008 by Wells & Assoc., LLC, a concept plan dated December 19, 2008 by PHR & A and a statement of justification dated December 4, 2008.

Existing and Proposed Road Network

The site is located on the north side of the Route 7/Loudoun County Parkway intersection in the University Center development. Based on a recent field visit by Transportation staff it is served by the following facilities:

- **Route 7** is a six-lane median-divided major arterial road with right- and left-turn lanes and a traffic signal at the intersection with Loudoun County Parkway. It also includes a fourth eastbound lane east of its intersection with George Washington Boulevard . It includes a 55-mph speed limit and, based on the latest available (2007) VDOT traffic data, carries 83,000 daily vehicle trips. A more recent ADT traffic estimate is requested from the applicant's traffic consultant. The Countywide Transportation Plan (CTP) calls for Route 7 to be a six lane limited access road with grade separated interchanges including an interchange with the Loudoun County Parkway. The Board of Supervisors has approved the selection of a single point

A-013

urban diamond as the interchange type to be constructed. This interchange is currently under construction and expected to be completed in 2010.

- **Route 607 (Loudoun County Parkway/Presidential Drive)** is a four-lane divided road on the north approach of the Route 7/Loudoun County Parkway intersection. South of Route 7, the Loudoun County Parkway is now also a four-lane divided road. Because the road segment between Route 7 and Smiths Switch Road was recently reopened after completion of construction to four lanes, no current VDOT traffic count data are available. Based on existing traffic in this area and anticipated development, the traffic on this road is expected to be significant. The CTP calls for 120 feet of right of way plus additional land for turn lanes and the planned interchange. A portion of this road is to be part of a planned extension to Riverside Parkway west of University Center which is planned as a six-lane divided road.
- **George Washington Boulevard** is constructed as a four-lane and six-lane divided road within the site. From Presidential Drive, it extends east and south to Route 7 opposite Richfield Way which includes a signal. It also extends north west of Presidential Drive, tapering down to a two-lane road which terminates into a residential development. Based on the factored peak hour information from the applicant's traffic study, traffic is estimated at approximately 7,750 daily vehicle trips north of Route 7 to Research Place and approximately 5,000 daily vehicle trips north of Research Place. This road is not currently included in the CTP for improvement. Upon completion of the interchange construction, it is to be closed at Route 7 with the possibility of emergency access to and from Route 7.
- **Research Place**, a local development road which loops between George Washington Boulevard and Riverside Parkway, is constructed as a four-lane undivided road east of George Washington Boulevard along the site frontage. Based on factored peak hour counts from the applicant's traffic study, an estimated 1,500 daily vehicle trips occur on the segment in the vicinity of George Washington Boulevard. This road is not included in the CTP for improvement.

Trip Generation Information

Based on the applicant's traffic study, the currently approved office use would generate 191 a.m. peak hour, 209 p.m. peak hour and 1,273 daily vehicle trips. The proposed use would generate 262 a.m. peak hour, 339 p.m. peak hour and 2,416 daily vehicle trips. The proposed development represents an increase of 71 a.m. peak hour, 130 p.m. peak hour and 1,143 daily vehicle trips.

A-014

Transportation Comments

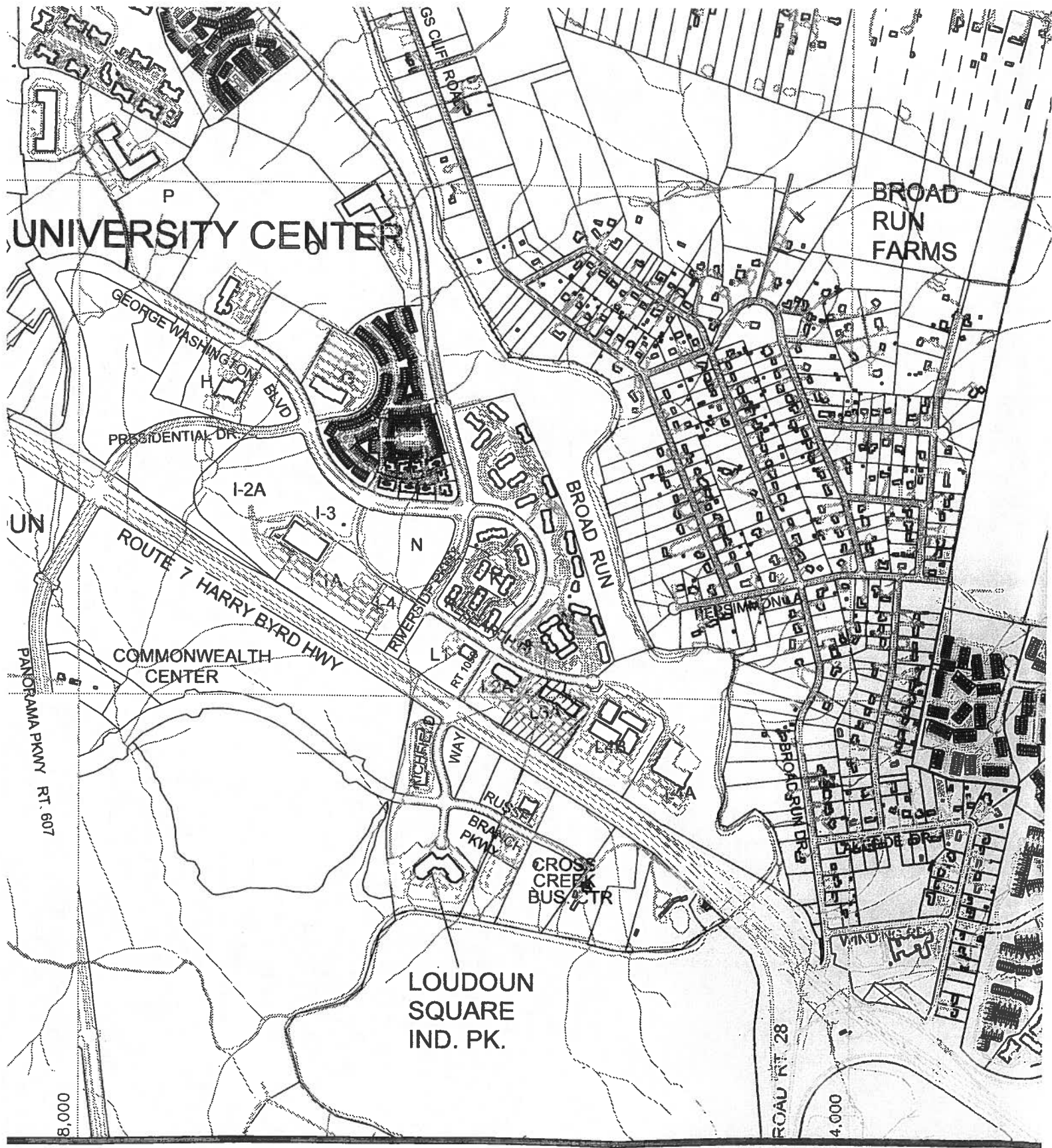
1. The Route 7/George Washington Boulevard intersection is currently operating at Level-of-service E overall and includes failing northbound and southbound approaches. The level-of-service worsens with the proposed development, increasing delay for all movements. The applicant's traffic study notes that this will change with the construction of the Route 7/Loudoun County Interchange as the George Washington Boulevard access will be limited to right- in/right-out movements. However, this is not the case. George Washington Boulevard is to be terminated at Route 7. This needs to be documented with additional analysis which assumes a right in/right out access for George Washington Boulevard at Route 7 with the interchange in place. In addition, the applicant's traffic study should include an analysis of the impacts of the interchange construction on the failed westbound shared left/through movement from Research Place to quantify how this movement will reach an acceptable level-of-service.
2. The proposed use will increase site traffic and exacerbate congestion and failing levels-of-service at the Route 7/George Washington Parkway intersection. In order to avoid worsening the already poor level-of-service at this intersection, it is recommended that the applicant agree that the interchange is in place prior to development occupancy.

Recommendation

The applicant needs to adequately address the above outstanding issues. The Office of Transportation Services has no recommendation at this time. Transportation staff is available to further discuss these issues with the applicant.

GRP/C Drive/University Center/ZCPA 2008-0012.

A-015



Vicinity Map

A-016

10000'



COMMONWEALTH of VIRGINIA

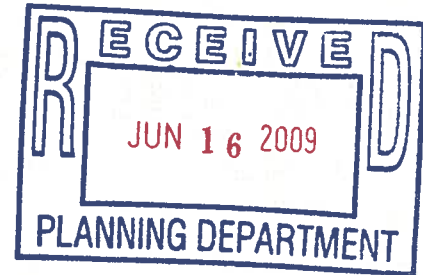
DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

June 11, 2009

Mr. Mike Elabarger
County of Loudoun
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000



Re: University Center – Parcel L3
(2nd Submission)
Loudoun County Application Number ZCPA 2008-0012

Dear Mr. Elabarger:

We have reviewed the above noted application as requested in your May 12, 2009 transmittal. We have no objection to the approval of this application

If you have any questions, please call me at (703) 383-2061.

Sincerely,

John Bassett, P.E.
Transportation Engineer

cc: Imad Salous, P. E.

A-017



COMMONWEALTH of VIRGINIA

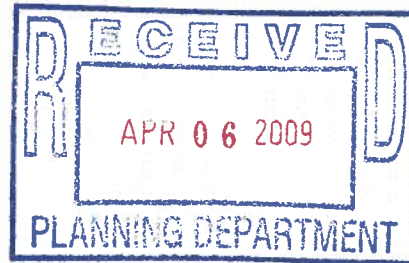
DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

April 1, 2009

Mr. Mike Elabarger
County of Loudoun
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000



Re: University Center – Parcel L3A
(1st Submission)
Loudoun County Application Numbers ZCPA 2008-0012

Dear Mr. Elabarger:

We have reviewed the above noted application as requested in your February 2, 2009 transmittal. We offer the following comments:

1. Please see the attached e-mail dated Friday, March 27, 2009 from Mr. Cina Dabestani of VDOT's Transportation Planning Section.
2. Please see the attached memorandum dated 2/17/2009 from Mr. Arsalan (Alex) Fahgri of VDOT's Traffic Engineering Section.

If you have any questions, please call me at (703) 383-2061.

Sincerely,

John Bassett, P.E.
Transportation Engineer

Attachments

cc: Imad Salous, P. E.

A-018

From: Dabestani, Cina
Sent: Friday, March 27, 2009 11:23 AM
To: Bassett, John
Cc: Llana, Claudia, P.E.; Faghri, Arsalan
Subject: University Center TIS - Review and comments

John:

In accordance with §15.2-2222.1 of Code of Virginia Traffic Impact Analysis Regulations, 24 VAC 30-155, a traffic impact analysis was prepared by Wells & Associates Incorporated for the proposed University Center development dated December 19, 2008. This report was submitted to amend the current proffers through Zoning Concept Plan Amendment (ZCPA) on behalf of Tetra Partnerships.

TP has evaluated this traffic impact analysis for compliance with the above noted code and offer following comments:

1. This report is not showing any long range impact following Loudoun County's instruction. Note that VA 7 is listed as National Highway Systems (NHS) overseen by the federal highway administration and VDOT is responsible for any modification with possible impact on VA 7.
2. Table 2 shows the additional trips (1,143 daily) by this modification and an increase of 130 trips during Pm Peak Hour which requires queuing analysis to ensure there are no spill-over on the mainline (VA 7) and it is missing. Please note that VA 7 & 28 are to help with alternative limited access to Greenway for the travelers and right-in / right-out access on VA 7 compromise the limited access plan and any additional trips would further compromise the plan. A complete Traffic Impact Study (although this is not one since it is not analyzing horizon while VDOT requires build out + 22 years for primary roadways) must show all impacts. This report is incomplete as it has not shown any analysis for the right turn bay accessing George Washington Boulevard.
3. TP is in concurrence with study's assumption of 2% growth between 2008 and 2009 although this report does not provide adequate support for such assumption!
4. Traffic distributions assumed by study are in line with TP's model simulation of the exiting condition.

The comments noted above require correction and resubmission of the supplemental traffic analysis however Loudoun County's approval of no need for future traffic impact analysis is well documented!

Thanks,
Cina Dabestani
Sr. Transportation Engineer
NoVa Transportation Planning Section
Virginia Department Of Transportation
703 . 383 . 2215

A-019

Traffic Engineering



Memorandum

To: John Bassett, P.E.

From: Arsalan (Alex) Faghri

CC: Jim R. Turner, P.E.

Date: 2/17/2009

Re: RUID 10748 – University Center – Rt. 7 and George Washington Blvd.

We have reviewed the December 19, 2008 memo provided by Wells and Associates which was prepared for the purpose of determining Chapter 527 compliance for the Zoning Concept Plan Amendment (ZCPA) application for the subject development.

It must be noted that while §15.2-2222.1 of the Code of Virginia require localities to submit rezoning, site plan, and subdivision plat proposals along with traffic impact analysis studies to VDOT if they substantially affect transportation on state-controlled highways, VDOT's findings are advisory in nature and the legislation does not affect local government authority to adopt plans and make final decisions on proposed land uses.

Review of the December 19, 2008 memo indicates that the subject development is fully constructed and is partially occupied. The ZCPA application is to amend the approved use of 76,758 SF of General Office and 9,779 SF of Medical Office to 37,537 SF of General Office and 49,000 SF of Medical Office use.

We conclude that the increase in medical office use does not trigger the need for a Chapter 527-compliant traffic impact study. We have stamped the study as **Review complete**. We are retaining one copy for our records and returning one copy to you via interoffice mail. Please feel free to call if you have any question.

A-020



Loudoun County, Virginia
Department of Fire, Rescue and Emergency Management

803 Sycolin Road, Suite 104 Leesburg, VA 20175
Phone 703-777-0333 Fax 703-771-5359



Memorandum

To: Mike Elabarger, Project Manager
From: Maria Figueroa Taylor, Fire-Rescue Planner
Date: April 7, 2009
Subject: University Center
ZCPA 2008-0012

Thank you for the opportunity to review the above captioned application. The Fire and Rescue Planning Staff, in agreement with the Fire Marshal's Office, has no objection to the application as presented.

The Fire-Rescue GIS and Mapping coordinator offered the following information regarding estimated response times:

PIN	Project name	Ashburn VFRC Station 6 and Station 22 Travel Time
040-48-6057	University Center L3	4 minutes, 53 seconds

The Travel Times for each project were calculated using ArcGIS and Network Analyst extension to calculate the travel time in minutes. To get the total response time another two minutes were added to account for dispatching and turnout. This assumes that the station is staffed at the time of the call. If the station is unoccupied another one to three minutes should be added.

Project name	Ashburn VFRC Station 6 and Station 22 Response Times
University Center L3	6 minutes, 53 seconds

If you have any questions or need additional information, please contact me at 703-777-0333.

c: Project file

Teamwork * Integrity * Professionalism * Service

A-021

This page intentionally left blank.

A-022

UNIVERSITY CENTER – PARCEL L3A

ZONING CONCEPT PLAN AMENDMENT APPLICATION

STATEMENT OF JUSTIFICATION

December 4, 2008

Revised ~~April 30,~~ June 23, 2009



I. INTRODUCTION

University Professional Center Condominium Association (the "Applicant") is the condominium association of record for property located at 45155 Research Place, consisting of 32 condominium units and identified as MCPI# 040-48-6057-001 through 016 and 040-48-6057-018 through 033 (the "Property"). The Applicant seeks to file a ZCPA application to amend the proffers previously approved with ZCPA 2005-0017 (the "Proffers") in order to permit up to 49,000 square feet of medical and dental office space within the existing building on the Property.

The Applicant proposes to amend the Proffers to meet the demand for additional medical and dental office space in a location that has attracted more interest from healthcare providers than potential general office tenants. Based on such demand, it appears this area of the County currently is underserved with respect to medical and dental care. The Applicant's proposed ZCPA would provide additional medical and dental office space to fulfill these unmet healthcare needs.

II. LOCATION AND EXISTING APPROVALS

University Center consists of a total of 317.41 acres and was originally created by ZMAP 86-29. Subsequently, approvals for University Center were revised by ZMAP 1992-0004, ZCPA 1992-0009, ZMAP 1993-0001, ZCPA 1993-0004, ZCPA 2000-0009, ZCPA 2005-0017 and ZCPA 2006-0005. The Concept Development Plan ("CDP") and proffers associated with Parcel L of University Center were most recently modified under ZCPA 2005-0017, approved by the Loudoun County Board of Supervisors in 2006, which included the cap on medical office space.

There are currently a number of existing structures at University Center, including buildings associated with the George Washington University Virginia campus, the Northern Virginia Criminal Justice Academy, ITT Industries, and several multifamily and townhouse developments. The development also includes a public use site dedicated to Loudoun County and several ballfields.

ZCPA 2005-0017 allows up to 18,476 square feet of medical and dental office space for the Property and the adjacent parcel, which is identified as MCPI# 040-49-1139 and MCPI# 040-49-0861 ("Lot L4B"), collectively. The Proffers contemplated the ability to amend the allocation of the approved medical and dental office space between the Property and the adjacent property,

provided the total square footage of medical and dental office space does not exceed 18,476 square feet.

III. PROPOSAL

According to the Proffer Statement approved with ZCPA 2005-0017, the Property is limited to 9,779 square feet of medical and dental uses, and Lot L4B, which is not a part of this application, is limited to 8,697 square feet of medical and dental uses. The proffers limit both lots to a combined total of 18,476 square feet of medical and dental uses.

With the ongoing excess demand for medical and dental uses in the region, the Applicant proposes raising the cap on the Property to a total of 49,000 square feet of medical and dental uses. The Applicant does not propose any changes to the existing limitation on Lot L4B, or otherwise affect the proffers with respect to that lot, which will continue to be capped at 8,697 square feet of medical and dental office space.

The proposal for additional medical office space requests an expansion of a use that is already permitted for the property. As ongoing changes in the national economy have driven up local office vacancies, the market for professional medical care is still strong, leading to a concurrent shortage of local medical office space.

The current saturation in the commercial office market has rendered difficult any leasing of the Property for traditional office space, and approval of additional medical office space for this Property will help the market fill a critical shortage by providing physicians with space to satisfy the needs of Loudoun County residents, who often must travel to Fairfax County for medical appointments.

Physicians and other medical providers generally prefer to own rather than lease office space. The Property's status as an existing commercial office condominium make it a natural fit to host additional professional medical practices, which is one reason physicians continue to inquire about its availability for relocation or expansion of medical practices in Loudoun County.

Loudoun County's Countywide Healthcare Facilities Policies encourage the location of healthcare-related businesses in proximity to existing medical centers. The proximity of the Property to Loudoun Hospital and the Howard Hughes Medical Institute makes it an attractive location for medical office space under existing County policies. The Property is a short five-minute drive to Loudoun Hospital Center, and is located less than three miles from the Howard Hughes Medical Institute.

The proposed amendment would encourage the development of additional medical offices in Loudoun County, which are traditionally staffed by medical professionals with advanced education and high wages. Professional medical practices typically hire additional local administrative employees, also with desirable wages and job security. The presence of additional medical practices will increase the County's business and professional tax base, while

also employing County residents, thus expanding the personal tax base. Lastly, fully occupying this existing building will enhance the value of the real estate to the County.

IV. COMPREHENSIVE PLAN

The Property is within the Suburban Policy Area of the Loudoun County Revised General Plan and is planned as a Keynote Employment Center. Keynote Employment Centers encourage premier office or research and development uses, with an emphasis on the visibility of such developments from major corridors. Preferred locations for Keynote Employment Centers are the Dulles Greenway, a portion of Route 28, and Route 7, where University Center is located.

According to the Revised General Plan, Keynote Employment Centers should focus on high-quality regional office developments and high trip-generating uses, with supporting retail uses. Given the demand for medical office space in Loudoun County, raising the cap on the amount of medical and dental office uses allowed on Parcel L3A will help maintain the stability of the regional office uses envisioned by the Plan for this area, and will attract high-quality medical practitioners to Loudoun County.

The Applicant respectfully submits that this proposal meets each of the applicable policies for Keynote Employment Centers.

V. ZONING STANDARDS FOR CONSIDERATION

Section 1208 of the 1972 Zoning Ordinance sets forth certain standards for consideration of Zoning Concept Plan Amendments. Below, these standards are addressed:

~~Whether the proposed zoning district classification is consistent with the Comprehensive Plan.~~

~~The Property is presently zoned PD-RDP as governed by the 1972 Zoning Ordinance, as further restricted by the existing University Center proffers. No change is proposed to the zoning classification. The Comprehensive Plan indicates that this area is appropriate for development as Keynote Employment, which is consistent with the Applicant's proposal.~~

~~Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.~~

~~Since University Center was first developed as a research and development park, declining interest in and market demand for R&D uses has resulted in a shift to more traditional office-related and residential uses in University Center. Medical office space has already been approved for a portion of Parcel L3A. Changing market conditions have made leasing traditional office space more challenging, while changing demographics and continued growth in Loudoun County have resulted in an extremely short supply of medical office space in the County.~~

~~Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.~~

~~The range of uses—traditional office and medical office—would be identical to the other commercial PD-RDP uses surrounding the Property. No new uses not previously reviewed for Comprehensive Plan conformance are proposed.~~

~~Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.~~

~~The Property is already constructed and is currently served by LCSA utilities, public sewer and water, and transportation facilities. The proposed use is non-residential, and thus would have no known impact on the school facilities in the area.~~

~~The effect of the proposed rezoning on the County's ground water supply.~~

~~This ZCPA proposes no additional construction, and would have no effect on the County's ground water supply.~~

~~The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.~~

~~This ZCPA proposes no additional construction, and would have no effect on the structural capacity of the soils.~~

~~The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.~~

1208.2.1 – Relation to major roads

The Access to the Property is provided by Research Place, which is a collector road that connects to George Washington Boulevard. The southeastern terminus of George Washington Boulevard currently connects to Route 7 at a signalized intersection with Cross Creek Business Park. There is also a secondary access to Route 7 via George Washington Boulevard and Presidential Drive which intersects with Route 7 at the northern terminus of the Loudoun County Parkway. Because of the status of the interchange with Route 7 and Loudoun County Parkway, the Applicant has submitted a revised Traffic Statement to the Office of Transportation Services, assuming George Washington Boulevard will be closed and documenting the impact of that closure on the intersection at George Washington Boulevard and Research Place.

Although there will be some moderate impacts to the traffic flow at the intersection with George Washington Boulevard and Route 7 from the change to medical office use in the shortnear term, the Loudoun County Parkway and Route 7 interchange is already programmed and a contract has been approved by the Board of Supervisors for construction. under construction, with completion expected by the Office of Transportation Services in August, 2010. The completion of this interchange will resolve any traffic impacts from this application, making any measurable degradation in traffic flow from this application a temporary condition.

~~Whether a reasonably viable economic use of the subject property exists under the current zoning.~~

~~The proposal for additional medical office space requests an expansion of a use that is already permitted for the property. The Applicant has attempted to market the Property to traditional office users for the past two to three years, but with only limited success. The ongoing changes to the national economy have driven up local office vacancies, and have combined with a concurrent local shortage of medical office space. For this reason, the Applicant submits that the vacancies it is experiencing can be alleviated by permitting an expansion of the medical office use already approved for the Property, and at the same time provide needed relief to Loudoun County residents who often must travel to Fairfax County for many medical appointments. The current saturation in the commercial office market has rendered infeasible any continued leasing of this Property for traditional condominium office space, and approval of additional medical office space for this Property will help the market fill a critical shortage in available medical office space. The proximity of the Property to Loudoun Hospital and the Howard Hughes Medical Institute further make it an attractive location for medical office space.~~

~~The effect of the proposed rezoning on environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and air quality.~~

~~The Applicant is not proposing to construct any additional density within the Property that is not already permitted by the existing zoning. No additional exterior construction or land development of any type is sought as part of this application.~~

~~Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.~~

~~The proposed amendment would encourage the development of additional medical offices in Loudoun County, which are traditionally staffed by medical professionals with advanced education and high wages. Professional medical practices typically hire additional local administrative employees, also with desirable wages and job security. The presence of additional medical practices will increase the County's business and professional tax base, while also employing County residents, thus expanding the personal tax base. Lastly, fully occupying this existing building will enhance the value of the real estate to the County.~~

~~Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.~~

~~The Property is located in an area designated Keynote Employment development. The proposed amendments will encourage the development of additional employment opportunities within an area designated by Loudoun County for such uses.~~

~~Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County.~~

~~The Property is located adjacent to the key interchange of Route 7 and Route 28 and will also be served by the Loudoun County Parkway, all of which amplify the future potential of more successful commercial development, commensurate with the density of other successful commercial office and mixed use office parks within the vicinity of the Property.~~

~~**The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.**~~

~~The Property contains only PD RDP non residential land, which is inappropriate for conversion to any form of residential use. Appropriate housing opportunities are available on the adjacent PDH 30 zoned portion of University Center and elsewhere in the nearby Ashburn, Countryside and Sterling communities.~~

~~**The effect of the rezoning on natural, scenic, archaeological or historic features of significant importance.**~~

~~This ZCPA proposes no additional construction, and would have no effect on any natural, scenic, archaeological, or historic features of significant importance.~~

1208.2.2 – Relation to Utilities

The Property is presently served by public sewer and water. It is not anticipated that the demand for sewer and water services will be significantly different for medical office uses than for the general office uses, and as such, no expansion or change in these systems will be necessary. With regard to storm drainage, the existing storm drainage systems in place are adequate to accommodate office uses. Based on the foregoing, the existing utility infrastructure is adequate to handle office uses, and no increase in public expenditure for utility work is anticipated.

1208.2.3 – Relation to Public Facilities

The Property is part of the larger mixed-use University Center project, which has a full complement of public and community facilities. Using the Property for additional medical office uses does not create the need for any new or expanded public facilities.

VI. PROFFERS

The proposed revision will require a minor revision to Proffer I of the proffers approved with ZCPA 2005-0017. This revision will be reflected on the draft Proffers to be submitted with this application. The applicant is also proffering a reservation area for the future widening of Route 7 and the possible location of a bus shelter along Route 7. No other changes are proposed to the approved Proffers.

VII. CONCLUSION

The Applicant believes that the ZCPA to permit an increase in the amount of square footage dedicated to medical and dental office uses conforms to the Loudoun County Revised General Plan and the 1972 Loudoun County Zoning Ordinance. The Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission, and the Board of Supervisors.

This page intentionally left blank.

A-030

Shane M. Murphy
(703) 456-8055
smurphy@cooley.com

BY HAND DELIVERY

July 29, 2009

Mike Elabarger
Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE, 3rd Floor
Leesburg, VA 20177



RE: ZCPA 2008-0012, University Center, Parcel L3A Third Referral Comments

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the third referral of the ZCPA application.

Enclosed please find eight (8) copies of the revised proffers. An electronic version of the proffers has been sent to you, under separate cover, by e-mail message.

The staff review comments are addressed below. Each comment is summarized (noted in *italics*) and followed by our response.

Zoning Administration, Department of Building and Development

1. *Ensure that the County Attorney's Office has an opportunity to review the proffer package and understands the relationship to ZCPA 2005-0017.*

Response: The Applicant acknowledges this comment and emphasizes that the proffers have been specifically written and edited so they apply only to University Professional Center.

2. *Staff concurs with OTS recommendation for additional discussion of the traffic generated by the Applicant's proposal*

Response: The Applicant acknowledges this comment and reiterates that this will be a temporary condition and a relatively minor degradation in level of service. Once the interchange of Loudoun County Parkway and Route 7 is operational in August, 2010, levels of service will significantly improve.

3. *In Proffer II.(B), line 6, change "Reservation Area" to "20' Road Reservation" to match with Sheet 4 of the ZCPA Plat.*

Response: The requested change has been made.

A-031

Mike Elabarger
July 29, 2009
Page Two

We look forward to proceeding quickly to public hearing, and respectfully request being placed on the agenda for the next available Planning Commission public hearing.

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,



Shane M. Murphy

cc: William H. Lauer, Tetra Partnerships
Philip E. Meany, Jr., Meany & Oliver
Steve Galles, Dietze Construction Group
Mark Thomas, Patton Harris Rust & Associates
Michael J. Workosky, Wells + Associates
Mark C. Looney, Cooley Godward Kronish LLP

411325 v1/RE

A-032

Shane M. Murphy
(703) 456-8055
smurphy@cooley.com

BY HAND DELIVERY

June 26, 2009

Mike Elabarger
Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE, 3rd Floor
Leesburg, VA 20177



RE: ZCPA 2008-0012, University Center, Parcel L3A Second Referral Comments

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the second referral of the ZCPA application.

Enclosed please find eight (8) copies each of the revised proffers, the revised Statement of Justification and the revised ZCPA Plat.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *italics*) and followed by our response.

Zoning Administration, Department of Building and Development

Critical Issue:

1. *Ensure the proffer statement does not alter the terms of ZCPA 2005-0017*

Response: The Applicant has made the changes requested by Zoning Administration Staff and submits that the proffer statement does not alter the terms of ZCPA 2005-0017 applicable to properties not included with this application.

Other Issues:

1. *Revise Statement of Justification to address only issues in Section 1208.2 of the 1972 Zoning Ordinance.*

Response: The Statement of Justification has been revised accordingly.

2. *Staff concurs with OTS recommendation for additional discussion of the traffic generated by the Applicant's proposal*

Response: The Applicant acknowledges this comment and will begin discussions at the appropriate time with members of the Planning Commission and relevant OTS Staff.

Mike Elabarger
June 26, 2009
Page Two

Statement of Justification Comments:

3. *Revise the Statement of Justification to reference Parcel "L3A" rather than "L3."*

Response: The Statement of Justification has been amended to address this comment.

4. *Parcel L4B is identified by two MCPI numbers.*

Response: The Applicant has revised the Statement of Justification to include both MCPI numbers for Parcel L4B.

Plat Comments:

5. *Change Parcel L3 to Parcel L3A.*

Response: The requested changes have been made.

6. *Correct the word "if" to "of" on Sheet 4.*

Response: The requested change has been made.

7. *List all property owners for Lot L4B.*

Response: The requested addition has been made.

Proffer Comments:

8. *Change "L3" to "L3A" in the title block.*

Response: The requested change has been made.

9. *Remove the reference to Lot L4B in the title block.*

Response: The requested change has been made.

10. *Refer to "1972 Zoning Ordinance" in the second paragraph.*

Response: The requested change has been made.

11. *Clarify that proffers I and II amend different zoning cases.*

Response: The requested change has been made.

12. *Change "replaced" to "amended" in proffer I(a).*

Response: The requested change has been made.

Mike Elabarger
June 26, 2009
Page Three

13. *Make sure the plat revision date appears on all sheets of the plat.*

Response: The requested change has been made.

14. *Staff suggests eliminating all language after "offices" in line six of Proffer I(A).*

Response: The requested change has been made.

15. *Staff suggests eliminating the phrase "up to" in line three of Proffer II(B).*

Response: The requested change has been made.

16. *Please add the Reservation Area from Proffer II(B) to the ZCPA plat.*

Response: The Reservation Area has been added.

17. *Please delete Proffer II(C) per OTS recommendation.*

Response: Proffer II(C) has been deleted.

Community Planning, Department of Planning

The Applicant acknowledges Staff's finding that the proposal to increase the approved medical office space that may locate on Parcel L3A, a use already approved by ZCPA 2005-0017, is reasonable within the Keynote Employment Area of the Revised General Plan.

Office of Transportation Services
--

1. *Address the following comments: Route 7 and George Washington Blvd. is operating at L.O.S. E and will temporarily worsen until the interchange at Loudoun County Parkway and Route 7 becomes operational; George Washington Blvd. will terminate at Route 7 when the interchange becomes operational; include an analysis of how the interchange construction will improve the failed westbound shared left/through movement from Research Place.*

Response: The Applicant acknowledges OTS' comment that the revised traffic study addresses these issues. The Applicant believes the traffic impact of this application will be minimal, for the following reasons.

The revised traffic study assumes immediate occupancy of the additional medical office space, which is unlikely to happen. In reality, the medical office space will likely be absorbed over several months as the Applicant's marketing efforts take effect. Therefore, since the Route 7/Loudoun County Parkway interchange is planned to be complete by August, 2010, any impact from the change in use will be short term. As noted in the study, the additional site-generated trips would add only minimal delay at this intersection during peak periods.

Mike Elabarger
June 26, 2009
Page Four

The planned interchange at Route 7 and Loudoun County Parkway will eliminate access to George Washington Boulevard, resulting in the conversion of the currently all-way George Washington Boulevard/Research Place intersection to a "T" configuration. This conversion eliminates the westbound shared left/through movement, eliminating the queuing expected from the change in use and allowing acceptable levels of service to be achieved.

This ZCPA involves the expansion of a use that is already approved for the property, for a building that is already constructed. With a by-right use, there would be no limitation on the property's use for medical office space. However, the Applicant voluntarily agreed to cap the amount of medical office space permitted in the building as part of ZCPA 2005-0017. Since that approval, the Applicant has learned that the space is more attractive to medical practices than to general office users.

The Applicant does not propose completely eliminating the cap on medical office space. Rather, the Applicant proposes raising the cap to allow additional medical office space, which is critically needed in this market.

We believe this response letter, the revised ZCPA Plat, revised proffers, and the revised Statement of Justification, address the comments identified above and look forward to proceeding quickly to public hearing.

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,



Shane M. Murphy

cc: William H. Lauer, Tetra Partnerships
Philip E. Meany, Jr., Meany & Oliver
Steve Galles, Dietze Construction Group
Mark Thomas, Patton Harris Rust & Associates
Michael J. Workosky, Wells + Associates
Mark C. Looney, Cooley Godward Kronish LLP

407530 v2/RE

Shane M. Murphy
(703) 456-8055
smurphy@cooley.com

BY HAND DELIVERY

May 8, 2009

Mike Elabarger
Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE, 3rd Floor
Leesburg, VA 20177



RE: ZCPA 2008-0012, University Center, Parcel L3 First Referral Comments

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the first referral of the ZCPA application.

Enclosed please find eight (8) copies each of the revised Traffic Statement from Wells + Associates, the revised proffers, and the revised Statement of Justification. PHR+A will be submitting eight (8) copies of the revised ZCPA Plat, plus an electronic copy, under separate cover.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *italics*) and followed by our response.

Zoning Administration, Department of Building and Development

1. *Revise the Statement of Justification to address the requirements of Section 1208.2 of the 1972 Zoning Ordinance.*

Response: The Statement of Justification has been amended to address this comment.

2. *Perform a Transportation Analysis*

Response: A Transportation Impact Analysis was completed by the Applicant and has been reviewed by the Office of Transportation Services. The Applicant met with OTS on April 15, 2009 to further assess the traffic impact of this application.

3. *Justify the relation of non-Research and Development use to surrounding uses and the purpose of the district.*

Response: The Statement of Justification has been amended to address this comment.

4. *Clarify in the Statement of Justification that the property consists of 32 condominium units.*

Mike Elabarger
May 8, 2009
Page Two

Response: The Statement of Justification has been amended to address this comment.

5. *Staff requests the opportunity to review draft proffers.*

Response: The Applicant is submitting draft proffers with this submission.

6. *List all property owners on Sheet 1.*

Response: All condominium unit owners have been added to Sheet 1.

7. *On Sheet 1, list the Tax Map number and PIN for each condominium unit.*

Response: The Tax Map number and PIN has been added for each condominium unit.

8. *Resolve the discrepancy between the name of the Applicant on Sheet 1 and 2.*

Response: The Applicant, University Professional Center Condominium Association, is now reflected on Sheet 2.

9. *Remove the approval block on Sheet 1.*

Response: The approval block has been removed.

10. *Resolve inconsistencies with the labeling of Parcel L3A*

Response: The Property is now labeled as Parcel L3A throughout the ZCPA Plat.

11. *Remove owner information from Sheets 2 and 3 and place all owner information on Sheet 1.*

Response: All owner information has been relocated to Sheet 1.

12. *Remove tax map number information on Sheets 2 and 3 and place all tax map numbers on Sheet 1.*

Response: Tax Map information has been relocated to Sheet 1, along with owner information.

13. *Remove PIN 040-48-6057-17 from the description on Sheets 2 and 3.*

Response: This Parcel has been removed from the property description, which is now located on Sheet 1.

14. *Please improve the clarity of Sheet 4.*

Response: The Applicant has further attempted to improve the clarity of this Sheet, which was created using the original Mylar print.

Mike Elabarger
May 8, 2009
Page Three

15. Were any changes made to Sheet 4 other than removal of Lot L4B?

Response: No other changes were made to Sheet 4 other than the removal of Lot L4B.

Community Planning, Department of Planning

Staff recommends that the application demonstrate compliance with the Keynote Employment Center policies by providing information regarding the expected number of uses within the building, the expected square footages for the uses, and whom the offices would serve.

Response: The Applicant respectfully submits that the Keynote Employment Center policies refer to the type and quality of development the County desires in this area. The Keynote Employment policies do not limit a landowner's ability to lease an existing building to multiple office tenants, even if those tenants fall under different sub-sets of "office" uses.

The term "office" is defined in the Revised 1993 Zoning Ordinance, and specifically includes medical and dental offices. However, the term is not defined in either the Revised General Plan or the 1972 Zoning Ordinance, under which the Property is administered. The Keynote Employment policies call for "office parks... and similar uses of a large scale," but the policies do not further define – or exclude – any specific subsets of office uses such as medical and dental offices.

According to the Revised General Plan, the Keynote Employment Center policies seek "large-scale regional office developments that feature high visual quality and high trip-generating uses, including office parks, research and development parks, corporate headquarters, and similar uses of a large scale (e.g., 40,000 gross square feet or greater)." The Applicant's office condominium building consists of approximately 86,500 square feet of high-quality regional office space with high visual quality from Route 7. The building is approved for uses permitted under the PD-RDP zoning category, which includes "business, professional, and non-profit organization offices."

Keynote Employment areas are envisioned to be "single-use with the ancillary services necessary to support the predominant office use." There is also language encouraging the location of headquarters facilities for national businesses such as AOL and MCI/WorldCom. However, this language does not prohibit landowners from leasing high-quality office parks to multiple tenants, as is envisioned by this application and the applications that preceded it, or from having office tenants that represent multiple professions. In fact, many landowners in Keynote Employment areas, most recently AOL, have begun leasing portions of their facilities to tenants in various types of professions.

From a zoning perspective, the sole limitation on the Applicant's ability to lease additional office space to medical professionals is the proffers approved with ZCPA 2005-0017. There is no limitation in the 1972 Zoning Ordinance that, independent of the proffers, would prevent medical and dental office uses from locating on Parcel L3A. Approval of the Applicant's

Mike Elabarger
May 8, 2009
Page Four

request would allow an expansion of the existing permitted medical office use, which is limited by the current proffers to a maximum of 18,476 square feet of medical office space.

The Applicant proposes to amend the Proffers to meet the demand for additional medical and dental office space in a location that has attracted more interest from healthcare providers than potential general office tenants. Similarly, there has been low demand for large blocks of single-user space, despite at least four years of marketing attempts by the Applicant. Based on such demand, it appears this area of the County currently is underserved with respect to medical and dental care. The Applicant's proposed ZCPA would provide additional medical and dental office space to fulfill these unmet healthcare needs.

In response to Staff's question about the expected number of uses for University Professional Center, the Applicant submits that the facility will continue to function as a 100% premier office use, as envisioned by the Keynote Employment policies. However, the Applicant, which is comprised of 32 distinct office condominiums, will likely continue to have multiple owners and tenants, and will also serve different subsets of the office uses permitted in accordance with the zoning for the Property. The Applicant expects the various office condominiums, including the condominium units sold or leased to medical and dental offices, will serve residents of Loudoun County, Fairfax County, and to a lesser extent the remainder of the Northern Virginia region.

The Applicant respectfully submits that the regional office use proposed here is consistent with the Keynote Employment policies.

Office of Transportation Services

1. *Address the following comments: Route 7 and George Washington Blvd. is operating at L.O.S. E and will temporarily worsen until the interchange at Loudoun County Parkway and Route 7 becomes operational; George Washington Blvd. will terminate at Route 7 when the interchange becomes operational; include an analysis of how the interchange construction will improve the failed westbound shared left/through movement from Research Place.*

Response: With this submission, the Applicant is submitting a revised Traffic Statement to the Office of Transportation Services assuming George Washington Boulevard will be closed and documenting the impact of that closure on the intersection at George Washington Boulevard and Research Place.

Although there will be some moderate impacts to the traffic flow at the intersection with George Washington Boulevard and Route 7 from the change to medical office use in the near term, the Loudoun County Parkway and Route 7 interchange is already programmed and a contract has been awarded by the Board of Supervisors for construction. The completion of this interchange will resolve any traffic impacts from this application, making any measurable degradation in traffic flow from this application a temporary condition.

Mike Elabarger
May 8, 2009
Page Five

In addition, it is important to note that the Traffic Statement assumes that all remaining vacant space in the University Professional Center will be occupied by medical offices. It is likely that other types of office users will fill a portion of the remaining vacancies, either now or in the future. The Applicant continues to market the building to traditional commercial office users, and will not limit the scope of future efforts to medical professionals.

2. *Staff recommends that the Applicant not occupy the existing building until the interchange at Route 7 and Loudoun County is operational.*

Response: Respectfully, the Applicant must decline this recommendation. The existing University Professional Center building is already approved for office use, and the Applicant is seeking a modification to allow an additional percentage of the existing office space to be used by medical professionals. The Applicant is responding to both an immediate demand for medical office space in Loudoun County, as well as to the current downturn in the commercial sector. The general office component of the building currently has few tenants, while the medical office component is completely occupied, and the Applicant continues to receive inquiries from medical professionals around the region who wish to lease the empty space. These medical professionals are seeking to open new medical practices, expand existing practices, or to find space better suited to practices that have outgrown existing facilities.

Comprehensive Planning Staff emphasized in their first referral comments that Keynote Employment areas are recommended for high trip-generating uses such as office parks and other similar large-scale uses. This puts University Professional Center – a building that has already been constructed and is partially occupied – in a well-suited location for the traffic generation associated with medical offices. In addition to its location in a Keynote Employment area that is foreseen as palatable for premier office uses, it is already constructed. Rather than proposing to construct new offices, the Applicant is seeking to allow better utilization of existing space in an area that is already planned for uses with high trip generation.

The proposed amendment would encourage the development of additional medical offices in Loudoun County, which are traditionally staffed by medical professionals with advanced education and high wages. Professional medical practices typically hire local employees, also with desirable wages and job security. The presence of additional medical practices will increase the County's business and professional tax base, while also employing County residents, thus expanding the personal tax base. Fully occupying this existing building will enhance the value of the real estate to the County.

In an effort to assist the County with future planned transportation improvements, University Professional Center is proffering the reservation and eventual dedication of right-of-way along the property's Route 7 frontage for a future bus shelter and the widening of Route 7.

We believe this response letter, the revised ZCPA Plat, revised proffers, and the revised Statement of Justification, address the comments identified above and look forward to proceeding quickly to public hearing.



Mike Elabarger
May 8, 2009
Page Six

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,

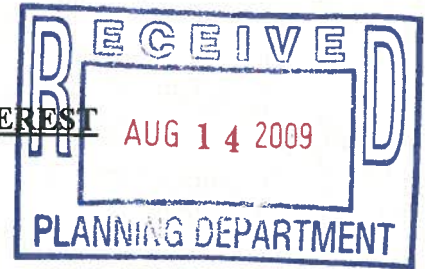
A handwritten signature in blue ink, appearing to read "Shane M. Murphy". The signature is stylized with a large "S" and a long horizontal stroke.

Shane M. Murphy

cc: William H. Lauer, Tetra Partnerships
Philip E. Meany, Jr., Meany & Oliver
Steve Galles, Dietze Construction Group
Mark Thomas, Patton Harris Rust & Associates
Michael J. Workosky, Wells + Associates
Mark C. Looney, Cooley Godward Kronish LLP

399142 v1/RE

LOUDOUN COUNTY
DISCLOSURES OF REAL PARTIES IN INTEREST
AND LAND USE PROCEEDINGS



A. INTRODUCTION

Under the mandatory provisions of Va. Code Ann. § 15.2-2287.1, each member of the Board of Supervisors, Planning Commission, and the Board of Zoning Appeals must make a full public disclosure of any business or financial relationship (including gifts or donations received as described in this Affidavit) that the member has or has had with the applicant, title owner, contract purchaser, or lessee of the land or their agent within twelve months prior to a hearing. This Code Section is specifically applicable only to Loudoun County.

In addition, pursuant to Va. Code Ann. § 15.2-2289, the Board of Supervisors for Loudoun County had previously adopted an ordinance requiring the submission of a completed Disclosure of Real Parties in Interest Form. See 1993 Revised Zoning Ordinance, Section 6-403(A).

The Loudoun County Board of Supervisors has directed County Staff to prepare land use affidavit forms to be used with rezoning, special exception, and variance applications, and reaffirmation procedures for affidavits. **The "Affidavit" and "Reaffirmation of Affidavit" forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.**

With the submission of any such zoning application, you are required to submit an Affidavit. Prior to a public hearing, you will be required to reaffirm your Affidavit in accordance with the reaffirmation procedures.

B. INSTRUCTIONS

1. Fill out the Affidavit and file with Application.
2. All listings which include PARTNERSHIPS, CORPORATIONS, or TRUSTS, must include the names of beneficiaries, broken down successively until: (a) only individual persons are listed or (b) the listing is a corporation having more than 100 shareholders that has no shareholder owning 10% or more of any class of stock. In the case of an Applicant, title owner, contract purchaser, or lessee of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all its partners (general and limited), of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the applicant, title owner, contract purchaser, or lessee of the land.
3. **Limited liability companies and real estate investment trusts and their equivalents are treated as corporations**, with members being deemed the equivalent of shareholders; managing members shall also be listed.

4. Prior to each and every public hearing on a Zoning Map Amendment, Zoning Concept Plan Amendment, Zoning Ordinance Modification, Special Exception, Commission Permit, Certificate of Appropriateness or Variance, and prior to Board action, the Applicant shall review the affidavit and provide any changed or supplemental information including business or financial relationships of the type described above, that arise on or after the date of this application. A "Reaffirmation of Affidavit" form is available for your use online at: http://inetdocs.loudoun.gov/planning/docs/documentsandfor_/index.htm
5. As used in these forms "real parties in interest" shall include all sole or joint property owners, parties who have legal interest in the protection of the property such as a trustee or executor, parties who have an equitable or beneficial interest in the property, such as beneficiaries of a trust, and, in the case of corporations, all stockholders, officers, and directors. Pursuant to Va. Code Ann. § 15.2-2289, the requirement of listing names of stockholders, officers, and directors shall not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders.
6. In the case of a condominium, the requirements shall apply only to the title owner, contract purchaser, or lessee if they own 10% or more of the units in the condominium.

I, Shane M. Murphy, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2008-0012

and that to the best of my knowledge and belief, the following information is true.



C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME</i> <i>(First, M.I., Last)</i>	<i>ADDRESS</i> <i>(Street, City, State, Zip Code)</i>	<i>RELATIONSHIP</i> <i>(Listed in bold above)</i>
040-48-6057-001, 002, 003, 004, 005, 006, 007, 008, 009, 010, 011, 012, 013, 014, 015, 016, 017, 018, 019, 020, 021, 022, 023, 024, 025, 026, 027, 028, 029, 030, 031, 032, 033	University Professional Center (Condominium Association) - William H. Lauer - Philip E. Meany, Jr.	11450 Baron Cameron Avenue Reston, VA 20190	Applicant/Title Owner

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME (First, M.I., Last)</i>	<i>ADDRESS (Street, City, State, Zip Code)</i>	<i>RELATIONSHIP (Listed in bold above)</i>
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen Gillis Snow - Jill S. Parks (f/k/a Jill D. Switkin) - Brian J. Winterhalter - Shane M. Murphy - John P. Custis - Jeffrey A. Nein - Ben I. Wales - Molly M. Novotny	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorneys/Agents
	Patton Harris Rust & Associates - Mark A. Thomas, CLA - Fred D. Ameen, Jr., PE - Douglas R. Kennedy, PE	208 Church Street, SE Leesburg, VA 20175	Engineers/Agents
	M.J. Wells & Associates, Inc. - James W. Watson - Michael J. Workosky	1420 Spring Hill Road Suite 600 McLean, VA 22102	Traffic Consultants/ Agents

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

☐ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

University Professional Center (Condominium Association), 11450 Baron Cameron Avenue, Reston, VA 20190

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
University I, LLC	
C R V-1, LLC	
Pluripotent Ventures, LLC	
University TMD, LLC	
Cougar Leasing & Development, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
William H. Lauer	President
William A. Lauer	Director
Philip E. Meany, Jr.	Director

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

University I, LLC, 11450 Baron Cameron Avenue, Reston, VA 20190

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
RKRS Group, LLC	
William H. Lauer	
Philip E. Meany, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

C R V-1, LLC, 45155 Research Place, #100, Ashburn, VA 20147

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
C R V-1, LLC owns less than 10% of the condominium units in University Professional Center.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Pluripotent Ventures, LLC, 45155 Research Place, #110, Ashburn, VA 20147

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Pluripotent Ventures, LLC owns less than 10% of the condominium units in University Professional Center.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

University TMD, LLC, 45155 Research Place, #210, Ashburn, VA 20147

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
University TMD, LLC owns less than 10% of the condominium units in University Professional Center.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cougar Leasing & Development, LLC, 45155 Research Place, #300, Ashburn, VA 20147

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Cougar Leasing & Development, LLC owns less than 10% of the condominium units in University Professional Center.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RKRS Group, LLC, 45155 Research Place, Suite 300, Ashburn, VA 20147

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Ralph A. Dietze	
Kevin D. Sullivan	
Robert A. Nichols	
Steven G. Galles	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A), 208 Church Street, SE, Leesburg, VA 20175

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.	Michael A. Hammer
Michael G. Baker	Chistopher (nmi) Holt
Thirumalainivas (nmi) Bhakthavatsaiam	Paul Dec Holt, Jr.
John F. Callow	Mark (nmi) Jerussi
Helman A. Castro	Ralph T. Jones
Frank H. Donaldson	John O. Jorgensen (former)
Timothy F. Fletcher	Douglas R. Kennedy
Bruce J. Frederick	Graeme C. Lake
L. Nathaniel Ballard	Thomas W. Price (former)
Michael C. Glickman (former)	John D. Reno
John C. Lloyd	Michael G. Reimer
Ronald A. Mislowsky	Thomas D. Rust
Robert A. Munse	David J. Saunders
Patricia D. Monday	Karl V. Schaeffer
Paul D. Noursi	James C. Slora
Thomas L. Osborne	Thomas R. Smith
David H. Steigler	Scott R. Wolford
Peter J. Stone	Susan S. Wolford

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

Names of Shareholders (continued):

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Paul J. Sun (former)	Kevin D. Wood
Earl R. Sutherland	John D. Wright
Mark A. Thomas	William L. Wright
Kevin D. Vaughn (former)	Edward G. Venditti
John D. Vergeres	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. V.P.
Charles B. Perry, II	Chief Executive Officer
Christopher (nmi) Holt	Chief Financial Officer, Vice President
Susan S. Wolford	Treasurer, Vice President
Thomas L. Osborne	Secretary, Vice President
Frank H. Donaldson	Senior Vice President
Earl R. Sutherland	Senior Vice President
Fred D. Ameen, Jr.	Vice President
Michael G. Baker	Vice President
John F. Callow	Vice President
Bruce J. Frederick	Vice President
Ralph T. Jones	Vice President
Douglas R. Kennedy	Vice President
John C. Loyd	Vice President
Ronald A. Mislowsky	Vice President
Patricia D. Monday	Vice President
Thomas L. Osborne	Vice President
David J. Saunders	Vice President
Thomas R. Smith	Vice President
Kevin D. Vaughn (former)	Vice President
Edward G. Venditti	Vice President
Scott R. Wolford	Vice President
John D. Wright	Vice President
ADDITIONS:	
Mark H. Lillard	Vice President
J. Douglas Coenen	Vice President
John D. Vergeres	Vice President
Robert M. Beringer	Vice President

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

M.J. Wells & Associates, Inc., 1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Robin L. Antonucci	Ernest M. Eggleston
Martin M. Barna	Kevin R. Fellin
Barbara J. Blackmore	Melissa T. Hish
Christopher L. Bowyer	Admir Husadzinovic
Jennifer N. Carpenter	Agan Husadzinovic
John F. Cavan	Majdeta Husadzinovic
Maureen E. Cicciarelli	William F. Johnson
Lorrie D'Amico-Branch	Christopher L. Kabatt
Winnie F. Dadzie	Robert T. Kohler
Sudeep Deshmukh	Priyatham Konda

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Martin J. Wells	President and Secretary
Terence J. Miller	Vice President and Treasurer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

M.J. Wells & Associates, Inc., 1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Maria C. Lashinger	Kevin D. Sitzman
Brian J. Leljedal	Jorjean M. Stanton
Jami L. Milanovich	Christopher (nmi) Turnbull
Terence J. Miller	Glenda D. Tyler
David A. Ohler	James W. Watson
John P. Perez	Martin J. Wells
Michael R. Pinkoske, Jr.	Joseph A. Winterer
Anne M. Randall	Michael J. Workosky
Lawrence E. Sefcik	M.J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT) (All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Lester J. Fagen	Partner
Laura A. Berezin	Partner	Brent D. Fassett	Partner
Russell S. Berman	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Barbara L. Borden	Partner	M. Manuel Fishman (former)	Partner
Jodie M. Bourdet	Partner	Keith A. Flaum (former)	Partner
Wendy J. Brenner	Partner	Grant P. Fondo (former)	Partner
Matthew J. Brigham	Partner	Daniel W. Frank	Partner
Robert J. Brigham	Partner	Richard H. Frank	Partner
John P. Brockland	Partner	William S. Freeman	Partner
James P. Brogan	Partner	Steven L. Friedlander	Partner
Nicole C. Brookshire	Partner	Thomas J. Friel, Jr.	Partner
Alfred L. Browne, III	Partner	Koji F. Fukumura	Partner
Matthew D. Brown	Partner	James F. Fulton, Jr.	Partner
Matthew T. Browne	Partner	Philip J. Gall	Partner
Robert T. Cahill	Partner	William S. Galliani	Partner
Antonio J. Calabrese	Partner	Stephen D. Gardner	Partner
Linda F. Callison	Partner	John M. Geschke	Partner
Roel C. Campos	Partner	Kathleen A. Goodhart	Partner
William Lesse Castleberry	Partner	Lawrence C. Gottlieb	Partner
Lynda K. Chandler	Partner	Shane L. Goudey	Partner
Dennis (nmi) Childs	Partner	William E. Grauer	Partner
Ethan E. Christensen	Partner	Jonathan G. Graves	Partner
Richard E. Climan (former)	Partner	Kimberley J. Kaplan-Gross	Partner
Samuel S. Coates	Partner	Paul E. Gross	Partner
Alan S. Cohen	Partner	Kenneth L. Guernsey	Partner
Thomas A. Coll	Partner	Patrick P. Gunn	Partner
Joseph W. Conroy	Partner	Zvi (nmi) Hahn	Partner
Jennifer B. Coplan	Partner	John B. Hale	Partner
Carolyn L. Craig	Partner	Andrew (nmi) Hartman	Partner
John W. Crittenden	Partner	Bernard L. Hatcher	Partner
Janet L. Cullum	Partner	Matthew B. Hemington	Partner
Nathan K. Cummings	Partner	Cathy Rae Hershcopf	Partner
John A. Dado	Partner	John (nmi) Hession	Partner
Craig E. Dauchy	Partner	Gordon K. Ho	Partner
Darren K. DeStefano	Partner	Suzanne Sawochka Hooper	Partner
Scott D. Devereaux	Partner	Mark M. Hrenya	Partner
Jennifer Fonner DiNucci	Partner	Christopher R. Hutter	Partner
James J. Donato (former)	Partner	Jay R. Indyke	Partner
Michelle C. Doolin	Partner	Craig D. Jacoby	Partner
John C. Dwyer	Partner	Eric C. Jensen	Partner
Robert L. Eisenbach, III	Partner	Robert L. Jones	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Kevin P. Mullen	Partner
Scott L. Kaufman	Partner	Frederick T. Muto	Partner
Sally A. Kay	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Jason L. Kent	Partner	James E. Nesland	Partner
James C. Kitch	Partner	Alison (nmi) Newman	Partner
Michael J. Klisch	Partner	William H. O'Brien	Partner
Michael H. Knight	Partner	Thomas D. O'Connor	Partner
Jason (nmi) Koral	Partner	Vincent P. Pangrazio	Partner
Barbara A. Kosacz	Partner	Timothy G. Patterson	Partner
Kenneth J. Krisko	Partner	Anne H. Peck	Partner
John G. Lavoie	Partner	D. Bradley Peck	Partner
Robin J. Lee	Partner	Susan Cooper Philpot	Partner
Shira Nadich Levin	Partner	Benjamin D. Pierson	Partner
Alan (nmi) Levine	Partner	Frank V. Pietrantonio	Partner
Michael S. Levinson	Partner	Mark B. Pitchford	Partner
Elizabeth L. Lewis	Partner	Michael L. Platt	Partner
Michael R. Lincoln	Partner	Christian E. Plaza	Partner
James C. T. Linfield	Partner	Lori R.E. Ploeger	Partner
David A. Lipkin	Partner	Thomas F. Poche	Partner
Chet F. Lipton	Partner	Anna B. Pope	Partner
Cliff Z. Liu	Partner	Marya A. Postner	Partner
Samuel M. Livermore	Partner	Steve M. Przesmicki	Partner
Douglas P. Lobel	Partner	Seth A. Rafkin	Partner
J. Patrick Loofbourrow	Partner	Frank F. Rahmani	Partner
Mark C. Looney	Partner	Marc (nmi) Recht	Partner
Robert B. Lovett	Partner	Thomas Z. Reicher	Partner
Andrew P. Lustig	Partner	Eric M. Reifschneider (former)	Partner
Michael X. Marinelli	Partner	Michael G. Rhodes	Partner
John T. McKenna	Partner	Michelle S. Rhyu	Partner
Daniel P. Meehan	Partner	Julie M. Robinson	Partner
Beatriz (nmi) Mejia	Partner	Ricardo (nmi) Rodriguez	Partner
Thomas C. Meyers	Partner	Adam C. Rogoff (former)	Partner
Erik B. Milch	Partner	Jane (nmi) Ross (former)	Partner
Robert H. Miller	Partner	Richard S. Rothberg	Partner
Chadwick L. Mills	Partner	Adam J. Ruttenberg	Partner
Brian E. Mitchell	Partner	Adam (nmi) Salassi	Partner
Patrick J. Mitchell	Partner	Thomas R. Salley, III	Partner
Ann M. Mooney	Partner	Richard S. Sanders	Partner
Gary H. Moore	Partner	Glen Y. Sato	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
Paul H. Schwartz (former)	Partner	Michael S. Tuscan	Partner
Renee (nmi) Schwartz	Partner	Edward Van Geison	Partner
William J. Schwartz	Partner	Miguel J. Vega	Partner
Brent B. Siler	Partner	Erich E. Veitenheimer, III	Partner
Gregory A. Smith	Partner	Aaron J. Velli	Partner
Whitty (nmi) Somvichian	Partner	Robert R. Vieth	Partner
Mark D. Spoto	Partner	Lois K. Voelz	Partner
Wayne O. Stacy	Partner	Craig A. Waldman	Partner
Neal J. Stephens	Partner	Kent M. Walker	Partner
Donald K. Stern	Partner	David A. Walsh	Partner
Michael D. Stern	Partner	David M. Warren	Partner
Anthony M. Stiegler	Partner	Steven K. Weinberg	Partner
Steven M. Strauss	Partner	Thomas S. Welk	Partner
Myron G. Sugarman	Partner	Christopher A. Westover	Partner
Christopher J. Sundermeier	Partner	Francis R. Wheeler	Partner
Ronald R. Sussman	Partner	Brett D. White	Partner
C. Scott Talbot	Partner	Peter J. Willsey	Partner
Mark P. Tanoury	Partner	Nancy H. Wojtas	Partner
Philip C. Tencer	Partner	Jessica R. Wolff	Partner
Gregory C. Tenhoff	Partner	Nan (nmi) Wu	Partner
Michael E. Tenta	Partner	John F. Young (former)	Partner
Timothy S. Teter	Partner	Kevin J. Zimmer	Partner
ADDITIONS:		ADDITIONS:	
Elias J. Blawie	Partner	Mark L. Johnson	Partner
Renee R. Deming	Partner	Mazda K. Antia	Partner
Sonya F. Erickson	Partner	Wendy (nmi) Davis	Partner
Alison J. Freeman-Gleason	Partner	Erik S. Edwards	Partner
Jon E. Gavenman	Partner	Jeffrey M. Gutkin	Partner
Kevin F. Kelly	Partner	Chrystal N. Jensen	Partner
Natasha V. Leskovsek	Partner	Bonnie Weiss McLeod	Partner
Mark A. Medearis	Partner	Ian (nmi) O'Donnell	Partner
Keith A. Miller	Partner	Connie N. Bertram	Partner
Amy E. Paye	Partner	Kristen D. Kercher	Partner
John W. Robertson	Partner		
John H. Sellers	Partner		
Mark B. Weeks	Partner		
Mark (nmi) Windfield-Hansen	Partner		
Mavis L. Yee	Partner		

Check if applicable:

___ Additional information for Item C-3 is included on an additional copy of page C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

 In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 X Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

None.

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

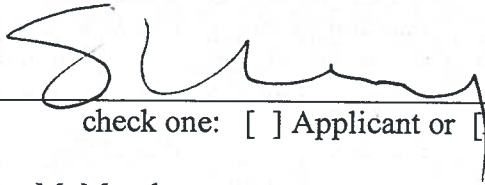
Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:



check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Shane M. Murphy

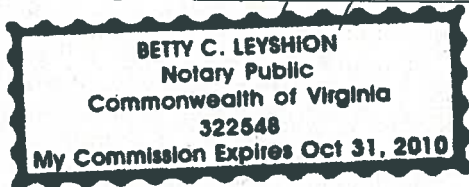
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 14th day of August 2009, in the State/Commonwealth of Virginia, in the County/City of Fairfax.



Notary Public

My Commission Expires: 10/31/2010



384697 v2/RE

This page intentionally left blank.

A-064

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated 12/18/2008 for the Application of
(enter date of affidavit)

University Professional Center (Condominium Association)

(enter name(s) of Applicant(s))

in Application Number(s): ZCPA 2008-0012

(enter Application number(s))

I, Shane M. Murphy, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)

 X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one)

 I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____ (today's date); or

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph C-1

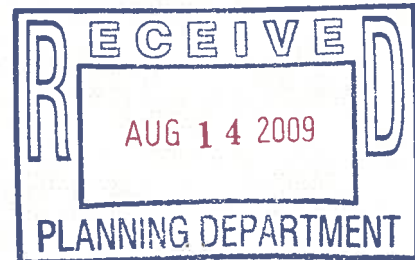
 X Paragraph C-2

 X Paragraph C-3

 Paragraph C-4(a)

 Paragraph C-4(b)

 Paragraph C-4(c)



WITNESS the following signature: Shane M. Murphy

(check one) Applicant X Applicant's Authorized Agent

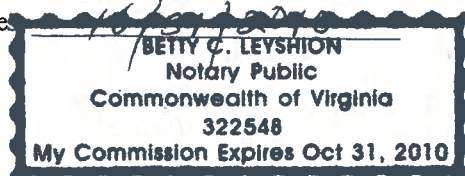
Shane M. Murphy

(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 14th day of August, 2009,
in the ~~State~~ Commonwealth of Virginia, County/~~City~~ of Fairfax.

Betty C. Leyshon
Notary Public

My Commission expires 10/31/2010



Revised October 2008

ATTACHMENT 5

A-065

This page intentionally left blank.

A-066

**PROFFER STATEMENT
LOT L3A UNIVERSITY CENTER
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0012**

August 7, 11, 2009

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Loudoun County Zoning Ordinance. The University Professional Center Condominium Association, as the executive organ for the condominium unit owners association (the "Applicant"), files this application on behalf of the unit owners of Lot L3A, a 5.78-acre tract of land more particularly described as Tax Map 63E ((18PC)), Parcel 100 [MCPI 040-48-6057-001]; Tax Map 63E ((18PC)), Parcel 105 [MCPI 040-48-6057-002]; Tax Map 63E ((18PC)), Parcel 110 [MCPI 040-48-6057-003]; Tax Map 63E ((18PC)), Parcel 115 [MCPI 040-48-6057-004]; Tax Map 63E ((18PC)), Parcel 120 [MCPI 040-48-6057-005]; Tax Map 63E ((18PC)), Parcel 125 [MCPI 040-48-6057-006]; Tax Map 63E ((18PC)), Parcel 140 [MCPI 040-48-6057-007]; Tax Map 63E ((18PC)), Parcel 145 [MCPI 040-48-6057-008]; Tax Map 63E ((18PC)), Parcel 150 [MCPI 040-48-6057-009]; Tax Map 63E ((18PC)), Parcel 155 [MCPI 040-48-6057-010]; Tax Map 63E ((18PC)), Parcel 160 [MCPI 040-48-6057-011]; Tax Map 63E ((18PC)), Parcel 165 [MCPI 040-48-6057-012]; Tax Map 63E ((18PC)), Parcel 200 [MCPI 040-48-6057-013]; Tax Map 63E ((18PC)), Parcel 205 [MCPI 040-48-6057-014]; Tax Map 63E ((18PC)), Parcel 210 [MCPI 040-48-6057-015]; Tax Map 63E ((18PC)), Parcel 215 [MCPI 040-48-6057-016]; Tax Map 63E ((18PC)), Parcel 225 [MCPI 040-48-6057-018]; Tax Map 63E ((18PC)), Parcel 235 [MCPI 040-48-6057-019]; Tax Map 63E ((18PC)), Parcel 240 [MCPI 040-48-6057-020]; Tax Map 63E ((18PC)), Parcel 245 [MCPI 040-48-6057-021]; Tax Map 63E ((18PC)), Parcel 250 [MCPI 040-48-6057-022]; Tax Map 63E ((18PC)), Parcel 255 [MCPI 040-48-6057-023]; Tax Map 63E ((18PC)), Parcel 260 [MCPI 040-48-6057-024]; Tax Map 63E ((18PC)), Parcel 265 [MCPI 040-48-6057-025]; Tax Map 63E ((18PC)), Parcel 275 [MCPI 040-48-6057-026]; Tax Map 63E ((18PC)), Parcel 300 [MCPI 040-48-6057-027]; Tax Map 63E ((18PC)), Parcel 340 [MCPI 040-48-6057-028]; Tax Map 63E ((18PC)), Parcel 350 [MCPI 040-48-6057-029]; Tax Map 63E ((18PC)), Parcel 355 [MCPI 040-48-6057-030]; Tax Map 63E ((18PC)), Parcel 360 [MCPI 040-48-6057-031]; Tax Map 63E ((18PC)), Parcel 365 [MCPI 040-48-6057-032]; Tax Map 63E ((18PC)), Parcel 375 [MCPI 040-48-6057-033]. Lot L3A shall be referred to as the "Property." Collectively, the unit owners of the Property are the "Owner."

The Property is zoned PD-RDP under the 1972 Zoning Ordinance and is subject to the proffers associated with ZMAP 1992-0004, ZCPA 1992-0009, and ZCPA 2005-0017 for University Center. The Owner, on behalf of itself and its successors in interest hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached and incorporated by reference.

All proffers made herein are contingent upon the approval of this ZCPA 2008-0012. These proffers, if accepted, amend only those proffers referenced below; the remainder of the previously approved Proffers, University Center, Rezoning Application ZMAP 1992-0004, Concept Development Plan Amendment ZCPA 1992-0009, dated December 8, 1992 (as

clarified) and approved by the Board of Supervisors of Loudoun County on January 6, 1993, and Concept Development Plan Amendment ZCPA 2005-0017, dated July 10, 2006 and approved by the Board of Supervisors of Loudoun County on July 11, 2006 (the "Proffers"), shall remain in full force and effect.

I. Concept Development Plan.

Proffer 1(A) of the Proffers for ZCPA 2005-0017 is hereby amended with the following:

- (A) The Property shall be developed in substantial conformance with Sheet 4 of 4 of the exhibit entitled "University Center – Parcel L3A" prepared by Patton, Harris, Rust & Associates of Leesburg, Virginia, dated December 19, 2008 and revised through June 22, 2009, attached hereto as Exhibit A; provided, however, that no more than Forty-Nine Thousand (49,000) square feet of floor area on lot L3A shall be occupied by medical or dental offices. Prior to the opening of the interchange at Loudoun County Parkway and Route 7 for use by the general public, or August 2, 2010, whichever is earlier, occupancy permits for no more than Twenty-Four One Thousand ~~(24,000)~~ Seven Hundred Seventy-Nine (21,779) square feet of medical or dental offices shall be issued for lot L3A, ~~inclusive of approximately Twelve Thousand (12,000) square feet of medical or dental~~ exclusive of any medical office uses ~~already existing~~ permitted on the Property ~~through private agreements between the owners of Parcels L3A and L4B, pursuant to the provisions of ZCPA 2005-0017.~~ This limitation shall apply only to medical or dental offices, and shall not prohibit or delay the issuance of occupancy permits for other permitted uses on the Property.

II. Dedication

Proffer 8 of the Proffers for ZMAP 1992-0004/ZCPA1992-0009 is hereby replaced with the following:

- (A) As depicted on Land Use Plan "A", the Owner will establish a visual setback so that no building may be located within 300 feet of the existing right-of-way of Route 7, and no parking may be located within 100 feet of the existing right-of-way of Route 7. A unified and coordinated landscape buffer, 100 feet in depth and adjacent to Route 7, will be provided along the Route 7 frontage. An overall landscape plan for the entire 100 foot buffer strip adjacent to Route 7 will be filed with the initial site plan for a parcel or lot along Route 7 and the landscape plan will be reviewed by the County. This obligation was fully satisfied prior to the filing of ZMAP 1992-0004 and ZCPA 1992-0009. In the event that comments relative to the landscape plan have not been received within sixty (60) days of submittal, it shall be deemed approved as submitted. All site plans along Route 7 will conform to this overall landscape plan. The landscaped buffer will be installed in conjunction with the development of each lot along Route 7.
- (B) Notwithstanding the 100' parking setback and 300' building setback shown on the Concept Plan and the provisions of Proffer 8(A) immediately above, the Owner shall reserve for future dedication in fee simple to the Loudoun County Board of Supervisors

(the "Board") twenty (20) feet along the Property's frontage on Route 7 to accommodate the future expansion by others of Route 7, as such reservation area is more particularly shown on Exhibit A (the "20' Road Reservation"). Such reservation shall be recorded in a form acceptable to the County Attorney no later than one hundred twenty (120) days from the approval date of this application. Thereafter, within ninety (90) days following written demand from the Board, the Owner shall dedicate in fee simple at no cost to the Board the Reservation Area. Such dedication shall automatically be in conformance with the Concept Plan, and resulting reduction in setbacks from the right-of-way shall be deemed in substantial conformance with the Concept Plan and these Proffers.

III. Binding Effects.

The Owner warrants that it owns all interests in the Property; that it has full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned are fully authorized to sign these Proffers on behalf of the Applicant; and that these Proffers are entered into voluntarily.

[REMAINDER OF PAGE LEFT BLANK – SIGNATURE PAGES FOLLOW]

UNIVERSITY PROFESSIONAL CENTER
CONDOMINIUM ASSOCIATION
a Virginia non-stock corporation

By: _____
Name: William H. Lauer
Its: President

STATE OF:
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that William H. Lauer as President of University Professional Center Condominium Association, a Virginia non-stock corporation, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2009.

Notary Public

My commission expires: _____